

April 15, 2013

Ananda Radhakrishnan
Director, Division of Clearing and Risk
U.S. Commodity Futures Trading Commission
Three Lafayette Centre, 1155 21st Street N.W.
Washington, DC 20581

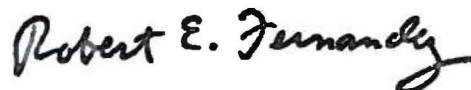
Re: Officer Certification–Memorandum of Counsel

Mr. Radhakrishnan:

The New York Independent System Operator, Inc. (“NYISO”) submits this Officer Certification in connection with the memorandum of counsel dated April 10, 2013 (the “Memorandum”) that was written by attorneys at Hunton & Williams LLP and submitted to the Commodity Futures Trading Commission in connection with NYISO’s Application for an Exemptive Order Under Section 4(c) of the Commodity Exchange Act. The undersigned hereby certifies that, to the best of his knowledge after due inquiry and review of the Memorandum:

1. The facts and assumptions contained in the Memorandum are true and correct as of the date hereof.
2. NYISO is a Federal Energy Regulatory Commission (“FERC”) approved independent system operator charged with providing non-discriminatory open access to transmission of electric power in the New York Control Area and operating the related organized wholesale electric markets.¹
3. NYISO maintains a real-time market (“RTM”) and an a day-ahead market (“DAM”).
4. NYISO conducts monthly and semi-annual auctions for the purchase and sale of transmission congestion contracts (“TCCs”).
5. NYISO has revised its FERC-approved tariffs to establish itself as the contracting counterparty, in its own name and right, for the purchase or sale of any product or service financially settled by NYISO under its tariffs. These revised tariff provisions were approved by FERC effective July 1, 2012. Under these tariff provisions, the NYISO is the buyer to every market seller and the seller to every market buyer.²
6. I am duly authorized to execute this certificate on behalf of the NYISO.

Respectfully submitted,



Robert E. Fernandez
Vice President and General Counsel

¹ See, generally, Order No. 888, *Promoting Wholesale Competition Through Open Access Non- discriminatory Transmission Service by Public Utilities*; 75 FERC ¶ 61,080, 61 Fed. Reg. 21,540 (1996).

² *New York Independent System Operator, Inc.*, 140 FERC ¶ 61,110 (2012).